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DEED POLL,

BY THE

Governor and Company

OF

HUDSON'S BAY,

FOR CONDUCTING THEIR TRADE IN

NORTH AMERICA,

AND FOR

DEFINING THE RIGHTS AND PRESCRIBING THE DUTIES OF THEIR OFFICERS.

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DEED POLL,

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To all to whom these presents shall come. THE GOVERNOR AND COMPANY OF ADVENTURERS OF ENGLAND TRADING INTO HUDSON'S BAY **Send Greeting.** WHEREAS His Majesty King Charles the Second did, by His Royal Charter, constitute the Governor and Company of Adventurers of England trading into Hudson's Bay into a Body Corporate, with perpetual succession and with power to elect a Governor and Deputy Governor and Committee for the management of their trade and affairs. NOW KNOW YE that the Governor and Company of Adventurers of England, trading into Hudson's Bay, commonly called "THE HUDSON'S BAY COMPANY," being duly assembled according to the provisions of the said Charter, DO MAKE, ORDAIN, AND CONSTITUTE the following laws and ordinances, rules and regulations, and direct them to be observed by all Officers and Persons appointed and to be appointed by the said Governor and Company to conduct and superintend the trade of the said Governor and Company in NORTH AMERICA and elsewhere, and they DO HEREBY DIRECT that the said trade shall in future be carried on and conducted under and subject to the articles, provisions, rules, and regulations hereinafter mentioned and contained, and which the said Governor and Company hereby make, ordain, and constitute orders and ordinances, rules and regulations in lieu of the articles, provisions, rules, and regulations contained in a Deed

Reciting that the Charter of the Governor and Company authorised them to elect Governor and Committee, for the management of their trade and affairs.

The Governor and Company ordain that the following articles, rules and regulations should be observed by all Officers and persons appointed to conduct their trade, and direct that the trade shall in future be carried on under the following rules.

Poll of the said Governor and Company, dated the 6th June, 1834, and of al former and other rules and regulations of the said Governor and Company relating to the matters hereinafter mentioned, that is to say :—

The employment of Officers.

ARTICLE I. The Officers hereinafter referred to shall employ themselve in North America, or elsewhere, as may be required, in their several grade according to the Rules and Regulations hereinafter contained, and under suc orders, and according to such other regulations as may be from time to tim given to, or prescribed for, them by the said Governor and Company, or thei Committee, in superintending, conducting, and carrying on for the sai Governor and Company trade and commerce, including not only the Fur Trade but all such other trades or businesses and commercial transactions, either con nected with the Fur Trade or not, which the said Governor and Company shal think fit to carry on or be engaged in from time to time, and including, so fa as the Governor and Company may require, the management or disposal of th lands of the Company, such management and disposal not, however, bein intended to form part of the General Trade of the Company to which thes Articles refer.

Profits to be divided into 100 Shares, whereof 40 to be appropriated to the Officers.

ARTICLE II. The clear gains and profits arising from the trade in genera as hereinafter mentioned, shall be divisible into 100 equal Shares, whereof 4 Shares shall, under certain reservations, be appropriated to the Officers herein after mentioned.

Such 40 Shares to be subdivided into 100 Shares.

ARTICLE III. The said 40 Shares shall be subdivided into 100 Shares equal amount.

Governor and Company, or Committee to appoint

ARTICLE IV. The Governor and Company, or their Committee shall, and when they see fit, appoint the following Officers to be employed in Nort America, or elsewhere :—

Four Inspecting Chief Factors;

Four Inspecting Chief Factors, each of whom shall be entitled to thr of the above 100 Shares;

Eight Chief Factors;

Eight Chief Factors, each of whom shall be entitled to two and a-ha of the above 100 Shares;

Twenty Factors;

Twenty Factors, each of whom shall be entitled to two of the abo 100 Shares;

Ten Chief Traders, each of whom shall be entitled to one and a half of the above 100 Shares; — Ten Chief Traders;

Eight Junior Chief Traders, each of whom shall be entitled to one of the above 100 Shares; — Eight Junior Chief Traders;

nd the remaining five Shares shall be applied to form a Fund at the disposition of the Committee for the benefit of such Officers, after they shall have eased to be in their service, or their families. In the event of the Company etermining to defer the appointment of any of the above Officers, or the lling up any vacancies as they occur, the profits appertaining to the unappropriated Shares shall, as to sixty parts thereof, be payable to the Company, nd as to the remaining forty parts thereof shall be payable to the officers ntitled to the other portions of such profits and in the same proportions. — Remaining five Shares to form a Fund for benefit of Officers, or their families.

Article V. The Company shall appoint a Chief Commissioner, whose uty it shall be to represent their interests in North America, under instructions be given from time to time by the Governor and Committee, and to whom e Officers, Clerks, and Servants shall be responsible; and the salary or her allowances attending such appointment shall be charged in the proportion two-thirds to the Trade, and one-third to the Company. — Company to appoint a Chief Commissioner.

Article VI. Under the orders and subject to the control of the Commissioner, the Inspecting Chief Factors shall have the active inspection and perintendence of the departments or districts to which they shall respectively m time to time be appointed. — Duties of Inspecting Chief Factors.

Article VII. It shall be competent to the Commissioner to summon the specting Chief Factors and Chief Factors, or any one or more of them, from e to time, to advise or assist him in matters pertaining to the trade and cipline of the Service. — Commissioner may summon Inspecting Chief Factors and Chief Factors to advise or assist him in matters pertaining to the trade.

Article VIII. The Commissioner shall make arrangements with respect the trading posts and stations and the respective outfits for carrying on the de, and the wintering residence of the Inspecting Chief Factors, Chief ctors, Factors, Chief Traders and Junior Chief Traders, and of all Clerks and ers in the service of the Company in North America. — Commissioner to arrange as to trading posts, stations, and outfits, and the wintering residence of Officers.

Article IX. The Commissioner shall, at the end of every year, ascertain result of the trade of that year at each post and district, and be guided reby in regulating the outfit for the then following or current season. — At the end of every year to ascertain result of trade.

To make Rules and Regulations for management and conduct of the Trade.

ARTICLE X. The Commissioner may make Rules and Regulations for the management and conduct of the Trade and otherwise relating thereto, or to the discipline of the Service from time to time, and such Rules and Regulations shall remain in force until objected to by the Governor and Committee according to the provisions hereinafter contained.

In case of complaints, as to conduct of Officers, Commissioner may call a Council and impose fines or penalties, which may be varied by Governor and Committee.

ARTICLE XI. In case of complaints as to the conduct of the Inspecting Chief Factors, Chief Factors, Factors, Chief Traders, Junior Chief Traders, Clerks, and Servants, in the employment of the Company, or of any one or more of them, the Commissioner may call together a Council, consisting of one or more of the Inspecting Chief Factors, and so many Chief Factors as together with the Commissioner and Inspecting Chief Factor or Factors shall constitute a body of not less than five, so that such Council shall not include any Inspecting Chief Factor or Chief Factor whose conduct is complained of, and shall inquire into such complaints and impose such fines or penalties for misconduct as the said Council shall from time to time think fit, but such fines or penalties so imposed may be varied or remitted by the Governor and Committee.

Governor and Committee to designate Officer to act temporarily in case of death, or absence of Commissioner.

ARTICLE XII. In case of the death or absence of the Commissioner, the Governor and Committee shall designate the Officer who shall act temporarily as Commissioner, and who shall preside at any Council which it may be deemed necessary to convene.

Commissioner may dismiss or suspend Clerks.

ARTICLE XIII. It shall be competent to the Commissioner, or in his absence to the Inspecting Chief Factor of the department, in cases of intoxication or fraudulent misapplication of property, or wilful neglect of duty or other misconduct, to dismiss any Clerk from the Service, or suspend him from his situation until the pleasure of the Governor and Committee as to his disposal is made known.

Each Officer to continue in Company's service for five years—not to be engaged in any other business.

ARTICLE XIV. Each Officer, whether Inspecting Chief Factor, Chief Factor, Factor, Chief Trader, or Junior Chief Trader, shall continue in the service of the Company for a continuous period of at least five years from the commencement of such service, unless prevented by sickness or other sufficient cause, or unless such service shall be sooner terminated by the Company, as hereinafter mentioned; and shall not, during such service, enter into or be engaged in any business or trade other than that of the Company, nor for a period of two years after such service shall have been terminated, in any way

enter into or be engaged or employed either directly or indirectly in the Fur Trade. The Company, or their Governor and Committee, may terminate the engagement or service of any Officer on the 1st of June in any year, upon giving at least one year's previous notice, and they may dismiss from the Service, without notice, any Officer for wilful neglect of duty or other misconduct.

Company may terminate engagement on any 1st June, on giving one year's notice, or dismiss Officers for misconduct.

ARTICLE XV. For the purpose of ascertaining from time to time the true state and condition of the stock and capital, and of the gains and profits of the said trade and commerce, inventories, each to be certified by one Inspecting Chief Factor, and one Chief Factor, or Factor, or Chief Trader, of such goods, provisions, and stores as, on the 1st day of June, 1872, or the usual period of closing the Spring Trade of the Outfit of 1871, and on the same day or usual period in every succeeding year, during the continuance of the said trade, may remain on hand at the several depôts, stations, or posts, occupied in carrying on the said trade, shall be made out as soon as may be afterwards; and thereupon the same shall be valued at a tariff to be from time to time determined upon by the Governor and Committee or their Commissioner, and the amount of such valuation shall be allowed as a credit in the account of the outfit, dealings and transactions of the year immediately preceding, and shall be made a charge in the account of the outfit, dealings, and transactions of the year then next following, and the same goods, provisions, and stores shall be considered as part of the outfit and stock of the year then next following. Provided always that in such inventories and valuations shall be included all debts which on such 1st day of June, or on such usual period, may be owing to the said Trade, and which shall be considered good debts. In such inventories, no valuation shall be placed on the land around the Company's posts and stations, or on the land now belonging or which may hereafter belong to the said Governor and Company, the same not forming part of the property of the Trade; and no valuation shall be placed on the Company's posts, stations, or trading establishments, except for actual outlay on account of the Trade expressly sanctioned by the Governor and Committee; and such inventories shall be forwarded forthwith to the principal office of the said Governor and Company in London, and a General Account shall on the 1st day of June, 1874, and on every succeeding 1st day of June during the continuance of the said Trade, be stated and made out at such office in London in the manner following, that is to say: in stating and making out such account on the 1st day of June, 1874, there shall be placed on the debit side of the

To ascertain state of the Stock, and the profits of the trade.

said account, the amount of the valuations to be made, as before mentioned, of the goods, provisions, stores, supplies, debts, and other articles, of which inventories are to be taken as before mentioned, and which are to form part of the Outfit and Stock of the year 1872, together with interest at five per cent. per annum on such amounts from the 1st day of June, 1872, to the 1st day of June, 1874, and also the amount of the charge for the goods, provisions, and stores ordered for the outfit, dealings, and transactions of the year 1872, together with interest at the same rate on the sums forming such amount from the respective times of the payment of the same sums to the 1st day of June, 1874; and the amount of the valuation of ships, after deducting a reasonable percentage for deterioration, to be determined by the Governor and Committee, and the valuation of other property then employed in carrying on the said trade and commerce, together with interest at the same rate on such amount, for the period last aforesaid, and also the amount of the expenses incurred up to the 1st day of June, 1873, in respect of the establishments of the said Governor and Company solely in connection with the said trade, together with interest at the same rate on the amount of such expenses from the respective times of the payment thereof up to the 1st day of June, 1874. And there shall be placed on the credit side of the said account the amount of the valuation to be made, as before mentioned, of such goods, provisions, and stores, as on the 1st day of June, 1873, or the usual period of closing the Spring Trade of 1873, may remain on hand at the several depôts, stations, or posts as aforesaid, and of the debts to be included in such valuation as aforesaid, and any other property which shall be employed in the trade on the 1st day of June, 1873, together with interest at the rate aforesaid on both amounts, from the 1st day of June, 1873, to the 1st day of June, 1874; and also the net amount arising from the sale of furs, peltries, and other goods and articles received as the returns of the outfit, dealings and transactions of the year 1872, after deducting all expenses attending or relating to the sale thereof, together with interest at the same rate on the sums forming such net amount, from the respective prompt days of the sale of the said furs, peltries, and other goods and articles till the 1st day of June, 1874, but not including rents, or the proceeds of any land belonging to the Company, in the disposal of which the Officers may have been employed by the Governor and Committee, or their Commissioner; and the balance of the said General Account shall, in the event of such balance being on the credit side of the said account, be deemed to be

the gains and profits in respect of the outfit, dealings, and transactions of the year 1872; and the General Account to be stated and made out on the 1st day of June, 1875, and on every succeeding 1st day of June during the continuance of the said trade, shall be stated and made out, adjusted, and settled upon the like principle as the account to be stated and made out on the 1st day of June, 1874, and in the same manner, as far as circumstances will admit, in regard to the details or particulars thereof.

Officers who winter in the interior to be allowed personal necessaries.

ARTICLE XVI. The Inspecting Chief Factors, Chief Factors, Factors, Chief Traders, and Junior Chief Traders, who winter in the Interior, shall be allowed out of the General Stores belonging to the said Trade such personal necessaries as may be approved by the Commissioner; and all other articles consumed or improperly used by them shall be charged to their respective private accounts. The allowance of rations to Officers shall be commuted by a money payment whenever the Company deem it desirable.

No more than one Inspecting Chief Factor, two Chief Factors, two Factors, two Chief Traders, and two Junior Chief Traders, to retire in one year.

ARTICLE XVII. No more than one Inspecting Chief Factor, two Chief Factors, two Factors, two Chief Traders, and two Junior Chief Traders, shall be allowed to retire in any one year, nor then, unless he or they respectively shall have given one year's previous notice in writing to the Governor and Company, after having held his or their Commission or Commissions five years; and the option of retirement shall be by seniority in each class.

Inspecting Chief Factors to be allowed furlough, not exceeding six months every five years—other Officers six months every seven years, by rotation.

ARTICLE XVIII. Inspecting Chief Factors shall be allowed furlough not exceeding six months every five years, according to rotation. Chief Factors, Factors, Chief Traders, and Junior Chief Traders, shall be allowed furlough not exceeding six months every seven years, to be regulated by the Commissioner, subject to the revision of the Governor and Committee.

Any Officer may exchange his rotation, with consent of Commissioner, or of the Governor and Committee.

ARTICLE XIX. The Inspecting Chief Factors, Chief Factors, Factors, Chief Traders, or Junior Chief Traders, not taking advantage of rotation, shall not be entitled to any furlough till it again comes to their turn; but any Officer may exchange his rotation with any other Officer of the same grade, upon obtaining nevertheless the previous consent of the Commissioner or of the Governor and Committee.

Accounts, made up to 1st June, to be annually sent out by Governor and Committee.

ARTICLE XX. A copy of the Fur Trade accounts, made up to the preceding 1st day of June, shall be sent out annually by the Governor and Committee, to be

laid before the Commissioner or Council of the said Company, and if no objections, in writing to the same be made during the following year, such accounts shall be considered as approved, and be thenceforth binding and conclusive as a settled account.

Private accounts of Officers to be annually transmitted to them.

ARTICLE XXI. As soon after the 1st of June in each year as circumstances may permit, Inspecting Chief Factors, Chief Factors, Factors, Chief Traders, Junior Chief Traders, and each Clerk, respectively, in the Service, shall have, in like manner, his private account transmitted to him, and the balance shall be payable to his order.

Agreement to be entered into by Officers, and security to be given for due observance and performance of all the conditions, agreements, &c., contained in Deed Poll.

ARTICLE XXII. Every Inspecting Chief Factor, Chief Factor, Factor, Chief Trader, and Junior Chief Trader, from time to time to be appointed by the Governor and Company, shall, within twelve months after the date of his appointment, enter into a covenant or agreement with the said Governor and Company for the due observance and performance by him of all conditions, agreements, ordinances, rules, and regulations herein mentioned and contained; and also all other ordinances, rules, and regulations to be from time to time duly made, and the terms thereof, as far as the same are or shall be applicable to him or the office which he holds, and for payment by him to the said Governor and Company as liquidated damages for every wilful breach by him of any of such conditions, agreements, ordinances, rules and regulations, of the sum of £1,000; and each Inspecting Chief Factor and Chief Factor shall leave in the Company's hands, or give security to the Company to the amount of £1,000; and each Factor, Chief Trader and Junior Chief Trader shall leave in the Company's hands, or give security to the Company to the amount of £500. Such security may be given by some Guarantee Society, or two sureties to be approved of by the Governor and Committee.

Power to Governor and Company to set aside, alter, or vary any of the Articles, saving rights to which Officers are entitled.

AND LASTLY. The said Governor and Company shall be at liberty to set aside and determine, or alter or vary, from time to time, any one or more of the several articles hereinbefore contained, and either wholly or in any one or more of the particulars therein mentioned. Provided always that the same shall not in anywise affect the right to which the person or persons who, for the time being shall be the Inspecting Chief Factors, Chief Factors, Factors, Chief Traders, or Junior Chief Traders of the said Governor and Company,

and in their actual employment at the time, may be entitled as regards twelve months' notice for the termination of their engagements, or to such share of profits as hereinbefore mentioned; but in other respects all and every such determinations, alterations, and variations to be made as aforesaid, shall or may take effect and be carried into execution, anything hereinbefore contained to the contrary notwithstanding. IN WITNESS whereof the said Company have hereunto caused their Common Seal to be affixed this Nineteenth day of December, One thousand eight hundred and seventy-one.

L. S.

By order of the Governor, Deputy-Governor, and Committee,

W. ARMIT,

Secretary.